

EXHIBIT

This exhibit accompanies amendments to: (1) various applications seeking the Commission's consent to transfer control of SkyTerra Subsidiary, LLC ("SkyTerra Sub"), from SkyTerra Communications, Inc. ("SkyTerra"), which is SkyTerra Sub's parent company,¹ to Harbinger Capital Partners Funds² (collectively referred to herein as "Harbinger"), which are controlled by Philip A. Falcone; and (2) a petition for declaratory ruling ("PDR") relating to the foreign ownership levels associated with the proposed transfer of control.

It was proposed initially in the transfer of control applications that Harbinger assume control of SkyTerra Sub by acquiring additional shares of SkyTerra, thereby giving Harbinger an ownership interest in SkyTerra of up to 100%. By previous amendment to the applications filed on October 5, 2009, the proposed ownership structure above SkyTerra was modified so that, among other things, Harbinger no longer will have a direct interest in SkyTerra. Rather, Harbinger will hold its interest in SkyTerra through a wholly-owned holding company, HGW Holding Company, L.P. ("HGW"), that will own shares of SkyTerra. The parties hereby further amend this proposal in two respects.

¹ SkyTerra is a holding company that wholly owns its operating subsidiary, SkyTerra L.P., which in turn wholly owns SkyTerra Sub.

² These funds consist of Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund").

First, there will now be a second intermediate company between Harbinger and SkyTerra, HGW US Holding Company, L.P., which is a Delaware limited partnership ("HGW US"). Second, instead of holding 100% of the equity of HGW, Harbinger will hold 99.9% of HGW, which, in turn, will hold 99.9% of HGW US. The remaining 0.1% of HGW is held by its general partner, HGW GP, Ltd., a Cayman Islands exempted company ("HGW GP") whose sole shareholder is Philip A. Falcone. (As stated above, Harbinger is controlled by Mr. Falcone.) The remaining 0.1% of HGW US is held by its general partner, HGW US GP Corp., a Delaware Corporation, whose sole shareholder is HGW GP.

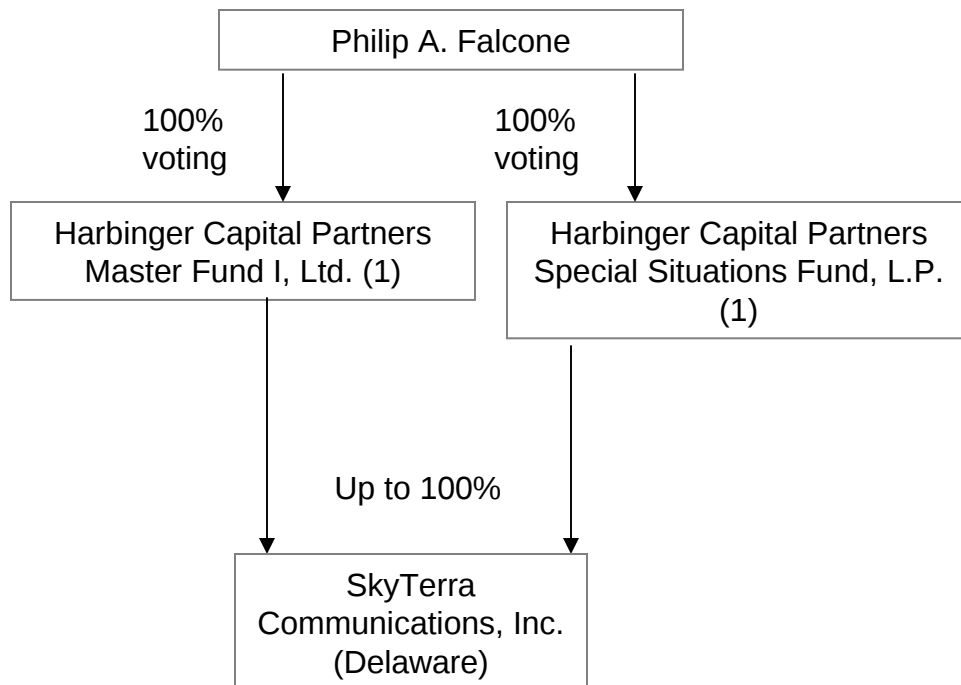
There are four attachments to this exhibit. The first three attachments depict, respectively, the post-consummation ownership structure that: (i) was originally proposed with the applications; (ii) was proposed in the amendments filed on October 5, 2009; and (iii) is proposed in this exhibit. The fourth attachment updates the principal place of business showing that had been filed previously in connection with the PDR by providing a principal place of business showing for HGW GP.

The parties respectfully request that the changes described in this exhibit be classified as a "minor amendment" that need not be the subject of a public notice. The changes are minor because they have no impact on the ultimate control of SkyTerra Sub. Philip A. Falcone will continue to control Harbinger and Harbinger will continue, following FCC consent and consummation of the proposed transaction, to have

ultimate control of SkyTerra Sub. Accordingly, the changes need not be placed on public notice.³

³ See, e.g., 47 C.F.R. § 25.151(d) (limiting the thirty day public notice period to initial applications and “major amendment[s] thereto”); 47 C.F.R. § 25.116(b)(4) (providing that an amendment involving an ownership change is not a major amendment unless the effect of the amendment is “substantial”).

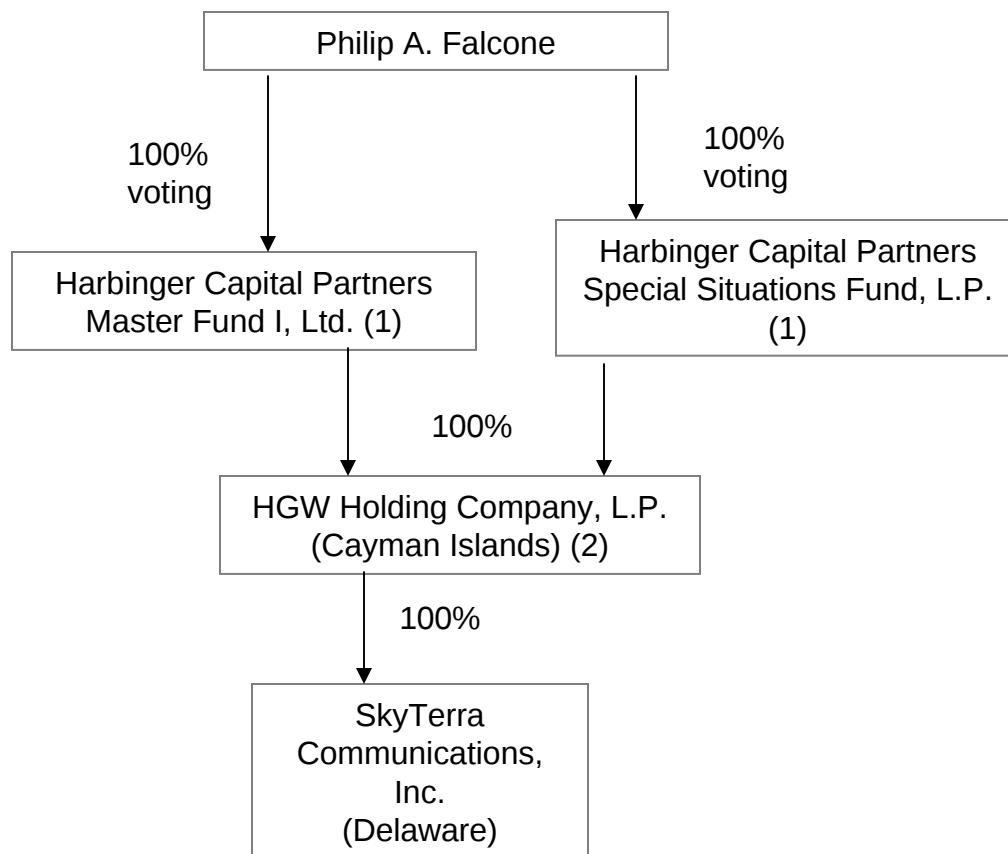
Original Application Structure



Legend:

- (1) The exact percentages to be held by each fund may vary depending upon market conditions and other factors.

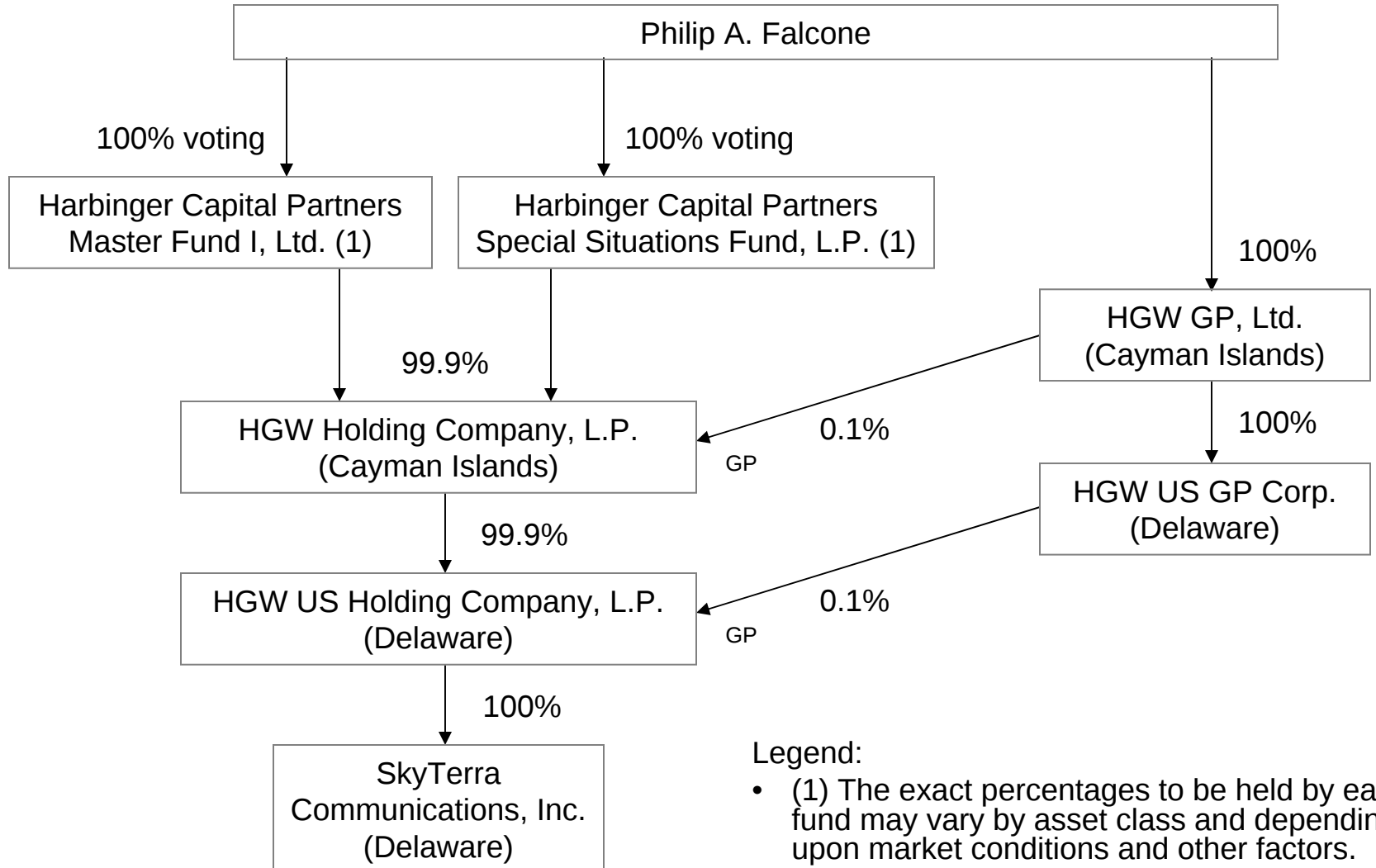
October 2009 Amendment Application Structure



Legend:

- (1) The exact percentages to be held by each fund may vary by asset class and depending upon market conditions and other factors.
- (2) The general partner of HGW Holding Company, L.P., is HGW GP, Ltd., a Cayman Islands exempted company. The sole shareholder of HGW GP, Ltd., which has a 0% equity interest in HGW Holding Company, L.P., is Philip A. Falcone.

February 2010 Amendment Application Structure



Principal place of business showing for HGW GP, Ltd.

- (i) Country of organization:
CAYMAN ISLANDS
- (ii) Citizenship of investment principals, officers and directors:
UNITED STATES¹
- (iii) Location of world headquarters:
UNITED STATES
- (iv) Location of tangible properties:
N/A
- (v) Location of greatest sales and/or revenues:
N/A

¹ One director has dual citizenship in the United States and Australia.